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*ADMITTED TO N.Y. & N.J. BARS

PETER V. MCARTHUR

January 15, 1991

Mr. Michael W. Riley, Vice President Metro Mobile CTS, Inc. 110 East 59th Street New York, New York 10022

Re: Proposed construction, management, operation and equity participation in a cellular system

for Rural Statistical Area Number 555 (New Mexico 3)

Dear Mike:

This letter will serve to confirm our discussions at the meeting which you had at my office in Summit, New Jersey. As you will recall, I had raised a question with respect to the terminology set forth in the letter agreement dated November 19, 1990 between Alee and Metro Mobile concerning the option to receive a five percent equity interest in Alee. We had discussed that the terminology used in that letter referred to Metro Mobile's having a option for a five percent equity interest in the license which Alee held for the New Mexico 3 territory. The option however did not refer to having an interest in the general partnership of Alee but specifically to the license. The reason for this limitation is that the FCC Rules do not permit the transfer of an interest, or option for an interest, in a partnership which still holds outstanding applications.

We discussed that if Alee won another RSA area subsequent to Metro Mobile's exercising its option, that Metro Mobile would not have a, five percent interest in any new territories or any other business ventures which Alee as a general partnership might enter into.

Metro Mobile's interest would specifically be limited to the interest in the FCC license for New Mexico 3.

Would you confirm this understanding by signing a copy of this letter and returning the copy to me in the self-addressed, stamped

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Communication: Commission	Exhibit ivo.		Identified	ited		
numo mener	Docket No. WICE-ON Exhibit ivo.	Presented by	Di.position He:	Reports.	! 컬	

Mr. Michael W. Riley, Vice President January **15, 1991** Page Two

envelope provided for Alee's files. I hope that by the time you réceive this letter that we will be up and operating in New Mexico.

Thank you very much.

Very truly yours,

ANZALDI & BERNSTEIN

RAB: rb

Robert'A. Bernstein

cc: Neal M. Goldberg, Esq.

Ms. Becky Jo Clark, Chairman

I hereby consent and agree to the terms of the within letter this day of January, 1991.

FOR METRO MOBILE CTS/INC.

Ву

Michael W. Riley, V.P.